



The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

80 East Jackson Boulevard, Chicago, Illinois 60604, Telephone 312/427-4900

September 28, 1979 9-275A024

Mr. H. G. Homme
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 10224-B Filed 1425

OCT 2 1979 - 2 30 PM

NO. 10224-B
OCT 2 1979

Date.....

Fee \$ 10.00

INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C

Re: Supplement No. 2, dated September 1, 1979,
to The Atchison, Topeka and Santa Fe Railway
Company, Equipment Trust Series O

Dear Mr. Homme:

Enclosed for filing and recording with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 are two executed counterparts of Supplement No. 2, dated as of September 1, 1979, between The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") and Harris Trust and Savings Bank, as Trustee (the "Trustee"). The Supplement constitutes an amendment to the Equipment Trust Agreement, dated as of March 1, 1979, between Santa Fe and the Trustee, whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series O, was created.

In accordance with the Supplement, the Trustee will acquire the following items of railroad equipment which will be thereafter leased to the Company and subjected to the terms of the Trust Agreement:

42 (100-ton) Cement Hopper Cars, Greenville
Steel Car Company, builder; Nos. 350237 to
350278, both inclusive

In addition, the Supplement clarifies certain information on Schedule A to the Trust Agreement.

The Trust Agreement was filed and recorded on March 23, 1979 and assigned Recordation No. 10224; Supplement No. 1, dated as of August 1, 1979, was filed and recorded on August 3, 1979 and assigned Recordation No. 10224-A.

For the convenience of the parties, I have enclosed six additional counterparts of the Supplement, which I should like to have returned to me bearing the recordation information.

For the Commission's records, the names and addresses of the parties to the Supplement and the Vendor from whom the equipment will be acquired are as follows:

RECEIVED
OCT 2 2 21 PM '79
FEE 10.00

Mr. H. G. Homme
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The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company
80 E. Jackson Blvd.
Chicago, Illinois 60604

The Trustee:


Harris Trust and Savings Bank
111 West Monroe
Chicago, Illinois 60690

The Vendor:

Greenville Steel Car Company
Greenville, Pennsylvania 16125

A check in the amount of \$10.00 is also enclosed in
payment of the Commission's prescribed recordation fee.

Very truly yours,


Gus Svolos
General Counsel

MAO/LBM/ljg
Enclosures

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INTERSTATE COMMERCE COMMISSION

EQUIPMENT TRUST, SERIES O

Supplement No. 2, dated as of September 1, 1979, to Equipment Trust Agreement, dated as of March 1, 1979 (the "Agreement") between The Atchison, Topeka and Santa Fe Railway Company (the "Company"), a Delaware corporation, and Harris Trust and Savings Bank (the "Trustee"), an Illinois corporation, whereby The Atchison, Topeka and Santa Fe Railway Equipment Trust, Series O, is created.

WHEREAS, in accordance with Section 3.2 of the Agreement, the Company has the obligation to acquire railroad equipment to be included in said Equipment Trust (the "Trust Equipment") which has a cost of not less than 125% of the aggregate principal amount of Equipment Trust Certificates (the "Certificates") issued pursuant to the Trust Agreement; and

WHEREAS, the Company now desires to add additional railroad equipment to be included in said Equipment Trust;

Now, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. In accordance with Section 3.5 of the Agreement, the Company shall cause the following items of new standard gauge railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all its right, title and interest in the contracts for the construction of the Additional Equipment:

Quantity	Type	Estimated Cost	
		Per Unit	Total
42	100-ton Cement Hopper Cars, Greenville Steel Car Company, builder; numbered 350237 to 350278, both inclusive	36,500	1,533,000

2. In accordance with Sections 4.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

3. The Agreement is hereby amended by substituting a new Schedule A for the present Schedule A, reflecting the changes to the Agreement by virtue of this Supplement No. 2 and by virtue of Supplement No. 1 to the Agreement which has heretofore been recorded with the Commission and further reflecting corrections to the identifying numbers of certain groups of Trust Equipment. A copy of the revised Schedule A is attached hereto as Exhibit 1.

4. In accordance with Section 6.4 of the Agreement, the Company shall cause this Supplement to be filed and recorded with the Interstate Commerce Commission pursuant to 49 USC § 11303.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date above written.

THE ATCHISON, TOPEKA AND SANTA
FE RAILWAY COMPANY

By 
Vice President—Finance

ATTEST: 
Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK
as Trustee

By 
Vice President

ATTEST: 
Assistant Secretary

(CORPORATE SEAL)

STATE OF ILLINOIS }
COUNTY OF COOK } ss

On this 28th day of September, 1979, before me personally appeared R. W. HARPER, to me personally known, who, being by me duly sworn, says that he is Vice President-Finance of The Atchison, Topeka and Santa Fe Railway Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

E. L. Brecken
Notary Public

(NOTARIAL SEAL)

My Commission Expires
FEBRUARY 2, 1981

STATE OF ILLINOIS }
COUNTY OF COOK } ss

On this 1st day of October, 1979, before me personally appeared R. G. MASON, to me personally known, who, being by me duly sworn, says that he is Vice President of Harris Trust and Savings Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lorette C. Seay
Notary Public

(NOTARIAL SEAL)

My Commission Expires NOVEMBER 29, 1980

Exhibit 1

Revised in accordance with Supplement No. 1,
dated as of August 1, 1979, and Supplement No. 2, dated as of
September 1, 1979.

[Equipment Trust, Series O]**SCHEDULE A**

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
145	60' Box Cars, 70-ton capacity, with roller bearing trucks (Class Bx-194), Fruit Growers Express Company, builder; numbered 600600 to 600744, both inclusive	\$ 56,300	\$ 8,163,500
10	2250 HP Diesel-electric Locomotives, Model B-23-7, General Electric Company, builder; numbered 6364 to 6373, inclusive	574,400	5,744,000
35	3000 HP Diesel-electric Locomotives, Model C-30-7, General Electric Company, builder; numbered 8064 to 8098, inclusive	702,900	24,601,500
13	3000 HP Diesel-electric Locomotives, Model SD40-2, General Motors Corporation (Electro-Motive division), builder; numbered 5058 to 5070, inclusive	684,600	8,899,800
13	2300 HP Diesel-electric Locomotives, Model GP39-2, General Motors Corporation (Electro-Motive division), builder; numbered 3683 to 3695, inclusive	572,200	7,438,600
50	100-ton Airslide Covered Hopper Cars, with roller bearing trucks, General American Transportation Company, builder; numbered 310655 to 310704, inclusive	48,700	2,435,000
80	100-ton Triple Cross Hopper Cars, with roller bearing trucks, Greenville Steel Car Company, builder; numbered 179800 to 179879, inclusive	35,100	2,808,000
200	100-ton Box Cars, FMC Corporation, builder; numbered 152300 to 152499, both inclusive	49,000	9,800,000
234	100-ton Insulated Box Cars, PACCAR, Inc., builder; numbered 622550 to 622783, both inclusive	65,000	15,210,000
179	100-ton Cement Hopper Cars, Greenville Steel Car Company, builder; numbered 350100 to 350278, both inclusive	36,500	6,533,500
Total			<u><u>\$91,633,900</u></u>

Interstate Commerce Commission
Washington, D.C. 20423

10/2/79

OFFICE OF THE SECRETARY

Gus Svolos
The Atchison, Topeka and Santa Fe
RYW. C.
80 East Jackson BLVD.
Chicago, Illinois 60604

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/2/79 at 2:30pm , and assigned recordation number(s). 10224-B

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)